

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: OWEN S CORNING, et al.)	Chapter 11
Debtors.)	
))	
))	Case Nos. 003837 through 003854
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In re: W.R. GRACE & CO., et al.)	Chapter 11
Debtors.)	
))	
))	Case Nos. 01-1139 through 01-1200
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In re: USG CORPORATION, a Delaware)	Chapter 11
Corporation, et al.)	
))	
Debtors.)	
))	Case Nos. 002094 through 00-2104

DECLARATION OF JENNIFER L. SCOLIARD REGARDING COURT'S NOTES

JENNIFER L. SCOLIARD, declares under penalty of perjury:

1. This Declaration is being filed in support of the D.K. Acquisitions Partners, L.P., Fernwood Associates, L.P. and Deutsche Bank Trust Company Americas (the "W.R. Grace Movants") Memorandum Of Law In Further Support Of Motion Of D.K. Acquisition Partners, L.P., Fernwood Associates, L.P. And Deutsche Bank Trust Company Americas To Disqualify The Honorable Alfred M. Wolin, United States District Judge, From Further Participation In These Jointly Administered Cases.

2. I am an attorney with Klehr Harrison Harvey Branzburg & Ellers, LLP ("Klehr Harrison"), which along with the law firm of Willkie Farr & Gallagher, LLP, represent the W.R. Grace Movants in the W.R. Grace & Co. et al. bankruptcy proceedings. I hereby submit that I have personal knowledge of the matters discussed herein.

3. On December 29, 2003, Evans Wohlforth from Judge Wolin's chambers informed counsel for USG, who then disseminated the information to all parties in this matter, that Judge Wolin intended to make the Court's official minutes (hereinafter referred to as the Court's Notes") available for inspection at 10:00 AM on December 30, 2003. All interested parties were instructed to meet outside of Judge Wolin's courtroom at that time before contacting Mr. Wohlforth for access to the minutes. *See* email from Jeff Gutkin attached hereto as Exhibit "A".

4. On December 30, 2003, Joanne Wills, a partner with Klehr Harrison and I traveled to the United States District Court for the District of New Jersey in Newark, New Jersey to review the Court's Notes. The Court's Notes included Judge Wolin's (i) calendars for December 2001, the year 2002 and January 2003 through November 2003, (ii) JS10A Visiting Judge Reports for the years 2002 and January 2003 through November 2003, and (iii) various proceeding memoranda with dates ranging from December 2001 through November 2003.

5. The parties who came to review the Court's Notes on December 30, 2003 were not permitted to make copies of the Court's Notes. Thus, Ms. Wills and I hand transcribed the Court's Notes.

6. Thereafter, Klehr Harrison did a comparison of its transcription of the Court's Notes with the time records submitted with the fee applications of David Gross, C. Judson Hamlin, John Keefe, William Dreier and Francis McGovern (the "Five Advisors:") submitted in the Five Bankruptcy Cases.¹ The comparison revealed that various *ex parte* meetings between

¹ Unless otherwise defined, all capitalized terms shall have the same meaning ascribed to them in the Brief.

Judge Wolin and one or more of the Five Advisors were not listed in the Court's Notes. See Exhibit "B" attached hereto.

This 15 day of January, 2004

/s/ Jennifer L. Scoliard
Jennifer L. Scoliard (#4147)

**Penalty for filing false statement: Fine up to \$500,000.00 or imprisonment up to 5 years or both.
18 U.S.C. §§ 152 and 3571.**

EXHIBIT A

From: "Gutkin, Jeff" <jgutkin@cooley.com>
To: <HAbrams@saul.com>, <jbaer@kirkland.com>, <cbastable@dkpartners.com>, <dbernick@kirkland.com>, <mbrodsky@elliottmgmt.com>, <case@dpw.com>, <mcrames@kayescholer.com>, <adanzeisen@bilzin.com>, <pdefilippo@wmd-law.com>, "Devereaux, Scott" <DEVEREAUXSD@cooley.com>, <MDobson@saul.com>, <wadreier@nmmlaw.com>, <keckstein@kramerlevin.com>, <nfd@capdale.com>, <jgibbons@gibbonslaw.com>, <jhamlin@prsmo.com>, <harriss@dpw.com>, <ei@capdale.com>, <wskatchen@duanemorris.com>, <skatz@dpw.com>, <judgekeefe@lmknet.com>, <pvnl@capdale.com>, <rmancino@wilkie.com>, <mamartin@usg.com>, <mcgovern@faculty.law.duke.edu>, <CMonk@saul.com>, <enadler@kramerlevin.com>, "Neal, Stephen" <NEALSC@cooley.com>, <gorseck@robbinsrussell.com>, <dparker@kkwc.com>, <jparver@kayescholer.com>, <kpasquale@stroock.com>, <NPernick@saul.com>, <kjshaffer@stutman.com>, <mscheier@kmklaw.com>, <jscoliard@klehr.com>, <cstjeanos@willkie.com>, <astiefel@kayescholer.com>, <jtrachtman@kramerlevin.com>, <naw@saiber.com>, <jwaxman@cozen.com>
Date: 12/29/2003 4:06:32 PM
Subject: Documents of Judge Wolin available for review at 10:00 AM on December 30, 2003

Evans Wohlforth from Judge Wolin's chambers has informed counsel for USG today that the Judge intends to make the Court's official minutes available for inspection at 10:00 AM on December 30, 2003. All interested parties are instructed to meet outside of Judge Wolin's courtroom at that time before contacting Mr. Wohlforth for access to the minutes.

Mr. Wohlforth also asked that we inform the parties that the Court will make two court reporters available for the January 5 and 6 depositions. We believe the parties should discuss, based on their estimates of the length of these depositions, whether additional relief reporters are required and make those arrangements as necessary.

Thanks.

Jeff Gutkin
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CC: "Maroulis, James" <jmaroulis@cooley.com>

EXHIBIT B

***EX PARTE MEETINGS NOT REFLECTED
IN THE COURT'S NOTES***

David R. Gross

<u>Date</u>	<u>Description</u>
1/7/02	Meeting at USDC re: special masters (4.0)
1/15/02	Meeting at USDC w/ Judge Wolin (3.0)
1/31/02	Telephone conference w/ Judge Wolin; telephone conversations with (name withheld) re: February meetings (0.8)
2/7/02	Meeting with management committee (2.1)
2/20/02	Telephone conference w/ Judge Wolin, F. McGovern and (names withheld)
3/6/02	Telephone calls to F. McGovern, Judge Wolin and experts re: statistics
3/14/02	Breakfast meeting with Francis McGovern; meeting with Judge Wolin, et al
4/4/02	Dinner meeting with Judge Wolin, F. McGovern and (name withheld)
4/12/02	Telephone conference with Judge Wolin and (name withheld); review material re: insurance issues
4/15/02	Dinner meeting with Judge Wolin; telephone conference with (name withheld) and Judge Wolin
4/22/02	Teleconference with Management Committee
4/23/02	Telephone conference with Judge Wolin and F. McGovern
5/8/02	Re: telephone calls with Judge Wolin, F. McGovern, Travelers and Hartford
5/14/02	Meeting with Judge Wolin; telephone conference with Liberty Mutual General Counsel

5/16/02 Telephone conferences with David Cain, Judge Wolin and Evans Wohlforth

5/17/02 Meeting with Judge Wolin and "A" team and meeting with lawyers from Armstrong

5/22/02 Dinner meeting with Judge Wolin, (name withheld) re: McGovern

6/12/02 Telephone conferences with Liberty Mutual (name withheld) Judge Wolin and Francis McGovern re: Armstrong

6/19/02 Dinner meeting with Judge Wolin, Francis McGovern, (name withheld) re: Honeywell

6/20/02 Telephone conferences with (names withheld) and Judge Wolin's chambers

7/2/02 Telephone conferences with Francis and Judge Wolin re: Armstrong

7/16/02 Telephone conferences with Francis McGovern and Judge Wolin

7/25/02 Meeting with Judge Wolin

8/21/02 Meeting with Francis McGovern, (name withheld) and Judge Wolin

8/26/02 Conference with Judge Wolin

9/9/02 Meeting with Judge Wolin, [REDACTED] and Evans Wohlforth (4.8)

9/12/02 Telephone conference with F. McGovern and Judge Wolin re: Grace /Sealed Air (1.8)

9/19/02 Telephone conferences with F. McGovern and Judge Wolin re: Liberty (1.5)

9/26/02 Meeting with Judge Wolin and Francis McGovern at United States District Court (4.00)

9/27/02 Meeting w/ Judge Wolin and F. McGovern at US Dist. Court (4.0)

10/1/02 Conference call with court (1.5)

10/3/02 Meeting w/ Judge Wolin and F. McGovern re: Sealed Air/Grace; review documents to court by parties (3.8)

10/9/02 Review documents; telephone conference w/ Judge Wolin and F. McGovern (2.0)

10/17/02 Meeting with Judge Wolin and insurance representatives (1.60)

10/18/02 Telephone conferences w/ Judge Wolin and F. McGovern (2.0)

10/21/02 Meeting with Judge Wolin [redacted] (5.00)

12/2/02 Telephone conference with Judge Wolin and F. McGovern re: asbestos program (2.50)

12/19/02 Meeting with Judge Wolin and F. McGovern re: Federal Mogul; attend status conference in open court; further luncheon meetings with Judge Wolin, F. McGovern and E. Wohlforth (5.20) ***Only Status Conf. Mentioned on Wolin Calendar

12/20/02 Status conference call with Francis McGovern and Court re: Owens Corning meeting (2.00)

1/23/03 Meeting with Judge Wolin re: overall Asbestos Program (3.50)

2/4/03 Conference with Judge Wolin and Francis McGovern re: asbestos issues (2.10)

2/11/03 Telephone conferences with Judge Wolin and E. Wohlforth re: meeting with W. R. Grace (1.60)

2/19/03 Telephone call from General Counsel, Federal Mogul re: progress plan; meeting with Judge Wolin re USG, et al (1.10)

2/19/03 Meeting with Judge Wolin re USG, et al (3.10)

2/27/03 Meeting with Judge Wolin; telephone conference with Francis McGovern re Federal Mogul (2.30)

3/4/03 Telephone conference with Deanne Seamer, Judge Wolin and Francis McGovern re: Federal Mogul (3.60)

3/10/03 Meeting with Judge Wolin re: all bankruptcy matters (2.10)

3/18/03 Telephone conferences with Court and Francis McGovern re: various bankruptcy matters (2.10)

3/21/03 Telephone conference with Judge Wolin and Francis McGovern re: overall asbestos program (1.00)

3/27/03 Conference call with Judge Wolin (2.60)

C. Judson Hamlin

<u>Date</u>	<u>Description</u>
2/20/02	Meeting at Judge Wolin's chambers w/ F. McGovern, W. Dreier, J. Keefe and D. Gross re: organization of responsibilities (4.0)
5/17/02	Meeting at U.S. District Court with Judge Wolin, D. Gross, J. Keefe, J. Dreier and F. McGovern

Francis McGovern

<u>Date</u>	<u>Description</u>
12/27/01	Meeting with court in Newark (8.0)
1/3/02	Meeting with judge; preparation for meeting with court (8.0)
1/4/02	Meeting with court in Newark(8.00)
1/11/02	Meeting with court in Newark; meeting with counsel in Newark(6.0)
1/18/02	Meeting with court in Newark (10.00)
1/21/02	Meeting with judge in Newark; meeting with judge in Wilmington; telephone conferences with counsel (12.00)
1/30/02	Meeting with court in Newark (3.75)

William Dreier

<u>Date</u>	<u>Description</u>
1/1/02	Teleconference with Judge Wolin – clearing of conflicts (.5)
1/1/02	Teleconference with Judge Wolin; review of Delaware law (.4)
1/7/02	Research re: W.R. Grace; meeting at U.S. District Court with Judge Wolin and Professor McGovern (1.2)
1/7/02	Meeting at district court with Judge Wolin and panel (4.5)
1/11/02	Preparation and meeting at Judge Wolin's chambers with representatives of W.R. Grace and creditors (3.5)
1/18/02	Meeting with committee and Judge Wolin (6.0)
1/28/02	Dictation of letter to Judge Wolin re: scheduling (.3)

2/20/02	Teleconference with Judge Wolin (.2)
2/27/02	Meeting with Judge Wolin, committee and plaintiff's and defendant's representatives
5/17/02	Conference with Judge Wolin and Committee members (3.00)
7/1/02	Telephone conference with Judge Wolin re: new motion for discovery sanctions (.20)
8/9/02	Motion hearing in Newark; conference with Judge Wolin (7.50)
8/29/02	Telephone conference with Evans Wolforth and Judge Wolin re: case status and attendance at 9/3/02 hearing (.30)
9/3/02	Confer with Judge (5.90)
9/12/02	Telephone conference with Judge Wolin re: status of parties; review and emails; signing of Order (.40)
9/17/02	Telephone conference with Judge Wolin's Chambers
9/23/02	Telephone conference with Judge Wolin (.80)
11/15/02	Conference with Judge Wolin (.20)
11/19/02	Meeting at U.S. District Court, Newark, with Judge Wolin (5.50)
12/11/02	Letter to Judge Wolin re class voting (.40)
12/12/02	Letter to Judge Wolin (.20)
12/20/02	Re: Owens-Corning – telephone conference with Judge Wolin re issues to be determined (.20)
12/20/02	Telephone conference with Judge Wolin (.20)

John Keefe

<u>Date</u>	<u>Description</u>
1/7/02	Organizational meeting – Judge Wolin's Chambers (4.0)
2/27/02	Meeting at Judge Wolin's chambers (5.0)
4/25/02	Correspondence with court re: Sidley Austin order (.2)
5/17/02	Attendance at meeting in Judge Wolin's chambers (3.25)

5/17/02	Meeting in Judge Wolin's chambers (1.75)
6/11/02	Attendance at Case Management Conference (1.50)
6/11/02	Attendance at Case Management Conference (1.75)
7/8/02	Conference call – discovery matters (.30)
11/26/02	Case Management Conference (2.25)
11/26/02	Attendance at Case Management Conference (1.5)
2/11/03	Attendance at Case Management Conference (1.5)